

RESOLUTION OF THE BOARD OF DIRECTORS

RATIFYING THE AMENDMENT OF THE BYLAWS

Xiong United, Inc.

WHEREAS, Article XII, Section 3 of the Bylaws of Xiong United, Inc. provides that a quorum of the Board of Directors consists of a simple majority (50% + 1);

WHEREAS, a duly noticed and convened meeting of the Board of Directors was held on April 29, 2025, at which nine (9) Board Members were present, constituting a lawful quorum;

WHEREAS, Article XXII requires amendments to the Bylaws to receive a two-thirds (2/3) vote of the Board of Directors, calculated from those present when quorum is established;

WHEREAS, nine (9) Board Members voted in favor of the amendments, exceeding the required two-thirds (2/3) threshold;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of Xiong United, Inc. hereby confirms and ratifies the amendments to the Bylaws adopted on April 29, 2025;

BE IT FURTHER RESOLVED, that the revised Bylaws take immediate effect and be maintained in the official corporate records;

BE IT FURTHER RESOLVED, that the President is authorized to certify this Resolution on behalf of the Board.

CERTIFICATION

I, the undersigned President of Xiong United, Inc., certify that this Resolution was duly adopted by the Board of Directors on April 29, 2025, at a meeting at which a lawful quorum was present, and that it is now in full force and effect.



Chue Wang Xiong, President
Date: April 29, 2025



SUMMARY OF AMENDMENTS TO THE BYLAWS

Xiong United, Inc.
Amended April 29, 2025

Pursuant to Article XXII of the Bylaws, the Board of Directors adopted amendments to the corporate Bylaws on April 29, 2025. The following summarizes the substantive changes made to the August 17, 2021 Bylaws:

✓ 1. Expanded Definition of a “Xiong Member”

Article V – Membership, Section 2

- Clarifies who qualifies as a Xiong member (born into, adopted into, or married into a Xiong family).
- Adds new language stating that a Xiong daughter who previously married out, but becomes divorced or widowed and returns to the Xiong family, shall again be recognized as a Xiong member.

Purpose: To provide clear criteria for membership and restore clan membership to returning daughters.

✓ 2. Updated Eligibility Requirements for the Office of President

Article VII – Board of Directors, Section 7

Previous bylaws required only age 30, fluency in Hmong, and a background check. The amended Bylaws now require:

- Minimum age of 35
- Must be a **legal U.S. resident or citizen**
- Must be a **recognized member of the Xiong clan**, as defined in Article V, Section 2
- Maintain all prior requirements (background check, no felony convictions, and written endorsements)

Purpose: To ensure qualified, culturally rooted, and legally eligible leadership.

✓ 3. Ratification Format Updated

Instead of requiring individual signature lines for all Board Members, the amended Bylaws record ratification through:

- A documented majority vote of the Board of Directors
- Ayes and Absent/No Vote lists attached to the Bylaws

Purpose: To modernize administrative procedure and maintain accurate voting records.

✓ 4. Minor Formatting and Clarity Improvements

Text throughout the document was lightly revised for clarity, punctuation, and readability. **No changes** were made to:

- Mission or Objectives
 - Board structure or regional representation
 - Voting rules, quorum, or proxy rule
 - Officer duties
 - Financial rules
 - Non-discrimination clause
 - Amendment threshold (still requires a 2/3 Board vote)
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✓ Summary

These amendments do **not** alter the structure, operations, or governance authority of Xiong United, Inc. The revisions primarily:

- Clarify membership qualifications
 - Strengthen presidential eligibility requirements
 - Modernize ratification and formatting practices
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Approved by the Board of Directors
April 29, 2025

BYLAWS OF XIONG UNITED, INC.

ARTICLE I – NAME

Section 1: The name of the organization shall be known as Xiong United, Inc.

Section 2: Xiong United, Inc., may also be identified by its acronym, XU or XU, Inc.

ARTICLE II - MISSION

The mission of XU, Inc., is to serve the best interest of the Xiong clan through the development of resources, training, guidance, support, education, leadership, and other effective means.

ARTICLE III – OBJECTIVES

In furtherance of its mission, XU, Inc., shall strive:

1. To safeguard the dignity and integrity of the Xiong clan
2. To strengthen Xiong unity and intra-Xiong relations
3. To promote and preserve Xiong customs and traditions and the Hmong culture
4. To develop leadership and professionalism within the Xiong clan
5. To strengthen and maintain the stability of the Xiong family unit
6. To mediate inter- and intra-clan disputes
7. To promote business development and success
8. To promote civic participation
9. To establish and strengthen relations with other Hmong clans and communities at large
10. To promote educational excellence and advancement
11. To research and establish a databank of Xiong professionals, including but not limited to entrepreneurs, educators, and leaders

ARTICLE IV – REGISTERED OFFICE, PROPERTY RIGHTS

Section 1: *Registered Office.* The headquarter or registered office of the organization shall be determined by a two-third vote of the Board of Directors and set forth in the Articles of Incorporation, or in the latest amendment or restatement of such Articles of Incorporation, or in a certificate of change of registered office filed with the appropriate governmental entity.

Section 2: *Other Offices.* XU, Inc., may establish and open other offices, inside or outside of the State in which it is headquartered, as the Board of Directors deems necessary.

Section 3: *Property Rights and Conflict of Interest.* Board of Directors or any agents or representatives of the XU, Inc., shall be guided or abide by the highest ethical rules of professional conduct, and shall not have any personal rights or title to or financial interest in any property of this corporation.

ARTICLE V – MEMBERSHIP

Section 1: *Types of membership:* There shall be two types of membership: *Individual* and *Entity*.

a. *Individual.* All Xiong clan individuals and Xiong clan groups or organizations are automatic members of XU, Inc., unless the individual or organization opts out.

b. *Entity.* Xiong businesses and professional entities may obtain Entity membership by a donation amount of no less than \$250 per year or an amount deem reasonable by the Board of Directors.

Section 2: *Definition of a Xiong Member.* A Xiong is someone who:

- a. Is born into a Xiong family and remains part of the Xiong clan (i.e., has not married out);
- b. Is adopted by or into a Xiong family; or
- c. Marries into a Xiong family, whether through cultural customs or by means recognized under statutory or constitutional law.

A Xiong daughter who was previously married out, but has since divorced or become widowed and returned to the Xiong family, shall once again be recognized as a member of the Xiong clan.

ARTICLE VI – VOTING RIGHTS

Section 1: Subject to Section 3 below, all individual Xiong members are eligible to vote. Each individual member is entitled to one vote.

Section 2: Entity members shall not have the right to vote.

Section 3: A member must be 18 years of age or older to be eligible to vote.

ARTICLE VII – BOARD OF DIRECTORS

Section 1: *General Powers.* The Board of Directors shall be the governing body of the organization and has broad general powers over the management and governance of the property, affairs, and business of this corporation.

- Section 2: *Regional Representation.* Board of Directors shall be drawn from 11 regions across the United States: 1) California; 2) Minnesota; 3) Wisconsin; 4) Georgia, Florida, and South Carolina; 5) North Carolina; 6) New England states; 7) Arkansas and Oklahoma; 8) Kansas and Missouri; 9) Michigan, Ohio, and Indiana; 10) Washington and Oregon; and 11) Colorado. Regions, including the number of regions, can be modified or redefined by the Board of Directors from time to time as deemed in the best interest of XU, Inc.
- Section 3: *Composition.* The Board of Directors shall generally compose of 15 members, but no more than 19, and no less than 5.
- Section 4: There shall be two (2) Board members from California; two (2) from the Minnesota; two (2) from Wisconsin; one (1) from the Georgia, Florida and South Carolina region; one (1) from North Carolina; one (1) from the New England region; one (1) from the Arkansas and Oklahoma region; one (1) from the Kansas and Missouri region; one (1) from the Michigan, Ohio, and Indiana region; one (1) from Washington and Oregon region; and one (1) from Colorado.
- Section 5: The President may appoint up to five (5) board members, which shall be known as the Executive Board of the Board of Directors, or as officers of the organization, from any region, and the remaining board members shall be nominated, appointed, or elected from within each of the 11 regions.
- Section 6: *Eligibility and Qualification of Members of the Board of Directors*
- a. A Board of Directors must be, at least, 18 years old;
 - b. Possess some fluency in the Hmong language and general knowledge of Hmong culture, custom, and traditions; and
 - c. Commit to support and promote the missions and objectives of XU, Inc.
- Section 7: *Qualification, President.* A candidate or nominee for the office of the presidency shall meet all of the following requirements:
- a. Be a legal resident or citizen of the United States;
 - b. Be at least 35 years of age;
 - c. Be a recognized member of the Xiong clan, as defined in Article V, Section 2;
 - d. Successfully pass a criminal background check and have no felony convictions;
 - e. Obtain written endorsements from at least two current Xiong organizational presidents; and
 - f. Demonstrate fluency in the Hmong language and possess a general understanding of Hmong culture, customs, and traditions.
- Section 8: *Term of Office.* Board members shall serve 4-year terms; term of office

shall be unlimited subject to other provisions of the Bylaws.

Section 9: The President shall not serve more than a maximum of two (2) consecutive terms.

Section 10: The President is a member of the Board of Directors and shall serve as the Chairman of the Board of Directors and the Executive Board; the position of the President is exempt from the regional Board allotments. The president shall be elected by the entire Xiong membership, and not by the Board.

ARTICLE VIII – STATE REPRESENTATIVE

Section 1: Each state shall have a state representative.

Section 2: The state representative shall be elected by the local state membership.

Section 3: The state representative shall have the following authority, duties, and responsibilities:

- a. Act as XU, Inc.’s chief state representative and shall report directly to the President and Board of Directors
- b. The state representative has the authority to establish his or her official administrative team or positions to carry out his or her duties and responsibilities
- c. The state president shall work closely with the affiliated local and state organizations to represent the interest of the State consistent with the missions and objectives of the XU, Inc.

ARTICLE IX – BOARD OF ADVISORS

Section 1: The Board of Directors shall establish two Advisory Boards: 1) an Honorary Board of Advisors; and 2) a regular Board of Advisors.

Section 2: The regular Board of Advisors shall consist of at least 5 but no more than 15 members.

Section 3: The Board of Advisors shall provide advice and guidance to the Officers and Board of Directors, and attend meetings as needed.

Section 4: The Honorary Board of Advisors are prominent, symbolic Xiong leaders and elders who shall serve to promote and support the mission and objectives of the organization; its term, size and composition shall be set by the Board of Directors.

ARTICLE X - BOARD VACANCY, RESIGNATION, AND REMOVAL

- Section 1: *Vacancy.* When a vacancy on the Board exists, the Board shall fill that vacancy as soon as reasonably possible in accordance with established Board rules.
- Section 2: *Resignation.* Any Board of Directors who plans to resign shall provide a written notice to the President two (2) weeks prior the effective date of resignation.
- Section 3: *Removal.* A Board member may be removed under any of the following circumstances:
- a. Felony conviction
 - b. Violation of XU, Inc., Bylaws or policy
 - c. Acts of moral turpitude
 - d. Excessive absences at regular Board meetings without reasonable cause
 - e. Conduct causing discredit or loss of reputation to the organization
 - f. Other bad act reasonably deemed by the Board to warrant removal

ARTICLE XI – ANNUAL MEETING OF THE GENERAL MEMBERSHIP

The Board of Directors may organize an annual meeting of the general membership at a date, time, and location it deems appropriate.

ARTICLE XII – BOARD MEETINGS

- Section 1: *Regular Board Meetings.* The Board of Directors shall meet once a month at a date, time, and location it deems reasonable and necessary.
- Section 2: *Notice of Meeting.* Notice of each meeting shall be posted, communicated or sent to the Board members by U.S. Mail, electronic mail or phone calls, but not less than two weeks prior to the meeting.
- Section 3: *Quorum.* A simple majority (50% +1) constitutes a quorum. Business affairs or decisions shall not be transacted without a quorum.
- Section 4: *Voting.* Voting is by simple majority (50% + 1). Voting may be completed by any means authorized by the Board, subject to Section 5.
- Section 5: *Proxy.* Voting by proxy is prohibited.
- Section 6: *Special Meetings.* Special meetings may be called by the President, a majority of the Executive Board, or by a simple majority of the Board of Directors. A minimum of two (2) weeks notice shall be required for special meetings.

Section 7: *Emergency Meetings.* Emergency meetings shall require consultation with and approval of two (2) of the Executive Board Members. Notice shall be made by telephone call, email, and/or text. A two (2)-hour advance notice is required.

ARTICLE XIII – QUARTERLY MEETINGS OF STATE REPRESENTATIVES

The President and the Executive Board are encouraged to have a quarterly meeting with the State Representatives to provide the status and progress of the organization; the Board of Directors, Board of Advisors, and members are encouraged to participate.

ARTICLE XIV – ELECTION PROCEDURES AND COMMITTEE

Section 1: *Policies and Procedures.* The Board shall develop and establish fair election policies and procedures.

Section 2: *Election Committee.* The Board of Directors shall appoint an impartial five (5)-person Election Committee to oversee all XU, Inc., elections.

ARTICLE XVI – OFFICERS AND THEIR DUTIES

Section 1: *Officers or Executive Board.* There shall be five (5) officers of the Board of Directors consisting of the President, Vice-President, Secretary, Treasurer, and Public Relations Officer. The officers shall be the Executive Board of the Board of Directors. The president shall appoint officers or the Executive Board members. Any officer who is not also a Board Member shall not have the power to vote in a meeting of the Board of Directors.

Section 2: *President.* The President shall act as the chief executive officer, serve as the Chairman of the Board of Directors, and act as the leader of organization. The President convenes, sets agendas, and presides over regularly scheduled Board of Director and quarterly State Representative meetings, and ensures that the Board's directives are implemented, enforced and monitored. The President may establish committees and appoints committee chairs. The President shall carry out the organization's mission and ensure accomplishment of goals. The President reviews reports and records, and directs staff, officers, or members in their roles. The President, with oversight and consent of the Board of Directors, hires and supervises the Executive Director and staff.

Section 3: *Vice-President.* The Vice-President, who may also be called the Vice-Chair, assumes the roles, duties, and responsibilities of President, in the absence of, or upon the delegation or request of the President. The Vice-President shall serve in the President's place for board activities and in the spokesperson capacity. The Vice-President shall work closely with the President to implement the President's vision and directives.

- Section 4: *Secretary.* Unless such duties are assumed by the Executive Director and staff, the Secretary shall prepare the agenda and be responsible for recording and maintenance of all Board's actions and decisions and corporate records. The Secretary shall send out meeting announcements, distribute copies of minutes and agendas to Board members, and provide guidance on proper meeting procedures. The Secretary shall assume the leadership role when the President and Vice-President are unavailable.
- Section 5: *Treasurer.* The Treasurer serves as the chief financial officer. The Treasurer shall prepare or direct the preparation of financial reports and providing and summarizing the financial report at board meetings. The Treasurer shall assist in the preparation of the budget, manage and control financial transactions. The Treasurer reviews the annual audit and tax forms and presents the financial material to the Board.
- Section 6: *Public Relations Officer.* The Public Relations Officer serves as the communications manager of the organization. The Public Relations Officer prepares or writes interesting and effective press releases, prepare information for media kits and develop and maintain company internet or intranet web pages; develops and maintains XU's image and identity, which includes the use of logos and signage; establishes and maintains effective working relationships with other clans and at-large communities, including observing and reporting on social, economic and political trends that might affect the organization and the Xiong clan.

ARTICLE XVII – EXECUTIVE DIRECTOR AND COMMITTEE

The President may hire an executive director to manage and run the day-to-day operations of the organization.

ARTICLE XVIII – CLAN CENSUS

A clan census shall be conducted every four (4) years commencing in Year 2021. The census shall include but not limited to the following: 1) Total number of Xiong families; 2) Total individual Xiong members; 3) All deceased Xiong members (starting with those who died in 2019); 4) Total Academic Degrees and the Institutions from which the degrees obtained; 5) Current occupation(s) of members; 6) Total number of Xiong owned businesses; 6) Sub-family genealogy

ARTICLE XIX – NON-DISCRIMINATION CLAUSE

XU, Inc. shall not discriminate on the basis of race, religion, ethnicity, gender, sex, sexual orientation, disability, or marital status.

ARTICLE XX – AFFILIATES OR CHAPTER ORGANIZATIONS

Section 1: Chapter organizations or affiliate local, state or international organizations may be established by the Board of Directors as it deems reasonable and necessary. The Board shall establish clear and concise rules for chapter organization establishment and membership.

Section 2: All chapter or affiliate organizations shall abide by the Bylaws of Xiong United, Inc.

ARTICLE XXI – DATA & FINANCIAL MATTERS

Section 1: *Books and Records.* The Board of Directors of this corporation shall cause to be keep:

- a. Records of all proceedings, such as minutes, business transactions or other actions, of the Board of Directors;
- b. All financial statements of the organization;
- c. Complete inventories of business properties, assets and/or liabilities;
- d. Membership data and information; and
- e. Any such other records and books of account relating to all official business of the organization; and
- f. Any and all Articles of Incorporation and Bylaws of the organization, including but not limited to all amendments and restatements thereof.

Section 2: The organization's records shall be open to inspection upon written request by any member in accordance with established Board rules. Inspection by non-members or outside entities shall not be automatic and shall comply with established Board rules.

Section 3: *Fiscal Year.* The fiscal year of the organization shall start January 1 and end December 31, unless modify by the Board of Directors.

Section 4: *Checks or Drafts.* All checks, drafts, or other orders for the payment of money and all notes or other evidence of indebtedness issued in the name of this organization must be duly signed by the President and the Treasurer or in accordance with Board rules.

Section 5: *Minimum Business Account Balance.* The Board of Directors shall maintain a minimum of \$1,000.00 balance at the end of each fiscal year, or a greater amount deem reasonable by the Board.

ARTICLE XXII – AMENDMENTS

Amendments to the Bylaws shall require a two-thirds (2/3) vote of the Board of Directors.

RATIFICATION OF THE BYLAWS OF THE XIONG UNITED, INC.

These Bylaws—originally amended and ratified on **February 16, 2014**—were subsequently reviewed and revised on **March 2, 2019**, and on **August 17, 2021**. Further amendments were adopted by the Executive Board on **April 29, 2025**.

In accordance with the organization's governing provisions, these Bylaws are hereby **ratified** and declared **in full force and effect** by unanimous vote of the Board of Directors present, as reflected below:

Present / Ayes

1. **Chue Wang Xiong**, President
2. **Neng Yee Xiong**, Vice President
3. **Shuayung Xiong**, Secretary
4. **Vang Pao Xiong**, Treasurer
5. **Vaming Xiong**, Public Relations Officer
6. **Tshuapao Xiong**, Board Member
7. **Tong Toua Xiong**, Board Member
8. **Jaylie T. Xiong**, Board Member
9. **Zong Neng Xiong**, Board Member

Absent

10. **Dr. Thae Xiong**, Board Member
11. **Char Lee Xiong**, Board Member
12. **Zhongyeng Xiong**, Board Member
13. **Tong Kou Xiong**, Board Member
14. **Tommy Key Xiong**, Board Member
15. **Susan M. Xiong**, Board Member
16. **Cha Neng Xiong**, Board Member

CERTIFICATION

I, the undersigned President of Xiong United, Inc., hereby certify that these Bylaws were duly amended and ratified by the Board of Directors on April 29, 2025, and that they are now in full force and effect.



Chue Wang Xiong, President

Date: April 29, 2025